

No. N00031455



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State
CORPORATION DIVISION

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____
THE RESEARCH FOUNDATION

have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

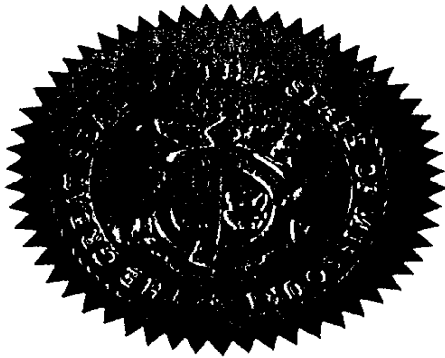
NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare _____

THE RESEARCH FOUNDATION

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri;

that the address of its initial Registered Office in Missouri is _____
6400 Prospect, Kansas City, Missouri 64132

and that its period of existence is _____ Perpetual



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 28th day of June, 1984

James C. Kirkpatrick
Secretary of State

RECEIVED OF: THE RESEARCH FOUNDATION

Ten dollars and no/100----- Dollars, \$10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. N00031455

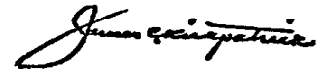
James C. Kirkpatrick
Secretary of State

ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO 65101

JUN 28 1984



We, the undersigned,

James T. Seigfreid

38 Lemans
Shawnee Mission, KS 66208

William G. Dietrich

1000 Huntington Rd.
Kansas City, MO 64113

E. Wynn Presson

15613 Overbrook Lane
Stanley, KS 66224

Richard W. Brown

2313 W. 123rd Terrace
Leawood, KS 66209

being persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under The General Not For Profit Corporation Law of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is The Research Foundation.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The address of its initial Registered Office in the State of Missouri is 6400 Prospect, Kansas City, Jackson County, Missouri 64132, and the name of its initial Registered Agent at said address is A. Alan Transue.

ARTICLE IV

The first Board of Directors shall be four in number, their names and addresses being as follows:

James T. Seigfreid

38 Lemans
Shawnee Mission, KS 66208

William G. Dietrich

1000 Huntington Rd.
Kansas City, MO 64113

E. Wynn Presson

15613 Overbrook Lane
Stanley, KS 66224

Richard W. Brown

2313 W. 123rd Terrace
Leawood, KS 66209

ARTICLE V

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall be fixed by the By-Laws, except for the number of the first Board of Directors, as set forth in Article IV, and, in no event, shall the number of directors of the corporation be less than three.

ARTICLE VI

The sole member of the corporation shall be Research Health Services, a Missouri not for profit corporation. The board of directors of the corporation shall be elected by the sole member for the terms and in such manner as provided for in the By-Laws. The sole member shall have the sole power to alter, amend or repeal the By-Laws of the corporation.

ARTICLE VII

The corporation is organized exclusively for charitable, scientific, educational and fund raising purposes solely for the benefit of and in connection with the exempt purposes of Research Medical Center, a Missouri not for profit corporation and Research Health Services, a Missouri not for profit corporation or any other 501(c)(3) health care organization within the Research Health Services System. Except as herein restricted, the corporation may engage in any and all lawful activities, which further the said charitable, scientific, educational and fund raising purposes, including those necessary to achieve the following specified goals:

A. The solicitation, receiving, holding, investing, administering and disbursing of donated funds and any and all types of donated real and personal property;

B. Fund raising of any and all types including the sponsorship of special events and activities of every kind;

C. The promotion, sponsorship and conduct of research and scientific investigation and the application of scientific knowledge in the provision of hospital care;

D. The conduct and sponsorship of educational programs of all types for the benefit of the public as well as for training of hospital personnel;

E. The assistance, sponsorship and encouragement of individuals pursuing an education in health careers;

F. The fostering of the accumulation and exchange of health information and the publication and dissemination of such information.

ARTICLE VIII

The corporation shall have all of the powers conferred by The General Not For Profit Corporation Law of the State of Missouri, except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of

1954, or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE IX

Notwithstanding any other provision of these Articles, if this corporation shall become a private foundation, as defined in Section 509 of the Internal Revenue Code of 1954, as amended, during the period it is such a private foundation, the corporation,

(a) shall not engage in any act of self-dealing as defined in Section 4941(d) thereof;

(b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 thereof;

(c) shall not retain any excess business holdings as defined in Section 4943(c) thereof;

(d) shall not make any investment in such manner as to subject it to tax under Section 4044 thereof;

(e) shall not make any taxable expenditures as defined in Section 4045(d) thereof.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII.

Article XI

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

ARTICLE XIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations contribution to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in the State of Missouri in which the principal office of the corporation is

then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and corresponding provisions of any future United States Internal Revenue Laws.

IN WITNESS WHEREOF, we, the incorporators, have hereunto signed our names this 25th day of June, 1984.


James T. Seigfreid


William G. Dietrich

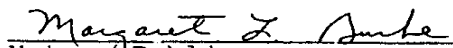

E. Wynn Presson


Richard W. Brown

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the 25th day of June, 1984, JAMES T. SEIGFREID, WILLIAM G. DIETRICH, E. WYNN PRESSON and RICHARD W. BROWN personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in their capacities therein set forth and declared that the statements therein contained are true to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public

My commission expires:

3/27/86

MARGARET L. BURKE
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Mar. 27, 1986